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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, NOVEMBER 17, 2000

IN THE MATTER OF

ALLIED SERVICES EMPLOYEES
CREDIT UNION, INC.
Merger with
CITY OF ALEXANDRIA EMPLOYEES
CREDIT UNION

CASE NO. BFI000139

ORDER APPROVING THE MERGER

The Staff of the Bureau of Financial Institutions
("Bureau") has reported and represented to the Commission:

(1) Allied Services Employees Credit Union, Inc.
("ASECU"), is a credit union incorporated pursuant to the
Virginia Credit Union Act. It has assets of some \$85,230, and
it currently has no office and some eighty-three (83) remaining
members.

(2) ASECU has been declining in terms of assets, shares,
and loans since the end of 1994. These trends have reached a
point where ASECU is no longer viable as a separate entity. The
trends are confirmed in a Bureau memorandum dated November 15,
2000, and attached exhibits. Management of ASECU has ceased
operation of the credit union, and members do not have access to
their savings accounts and other services.

(3) The board of directors of ASECU and the board of
directors of City of Alexandria Employees Credit Union

("CAECU"), also a Virginia state credit union, have approved a plan of merger that provides, among other things, that the remaining members of ASECU will become members of CAECU.

(4) The board of CAECU has been assured by the National Credit Union Administration that the share accounts of all the members of the resulting credit union - including those former members of ASECU - will be insured by the National Credit Union Share Insurance Fund following the merger.

(5) An emergency exists, and it is in the best interest of the members of ASECU, who are now being denied services, to have ASECU merged into CAECU immediately. Although ASECU is not insolvent, its current inability to function warrants the immediate supervisory action which the Bureau seeks.

Having considered the report and the above representations of the Bureau, the Commission finds that an emergency exists, that the boards of directors of both credit unions have approved a merger of ASECU into CAECU, and that the merger is in the best interest of the members of Allied Services Employees Credit Union, Inc.

Accordingly, IT IS ORDERED, pursuant to § 6.1-225.10 of the Code of Virginia, that the merger of Allied Services Employees Credit Union, Inc., into City of Alexandria Employees Credit Union is hereby approved.

This order of approval shall take the place of the usual approval of the merger by the members of both credit unions, and compliance with § 13.1-895 is dispensed with, as provided in § 6.1-225.10 of the Code. Each credit union shall notify its members of this merger, and ASECU shall inform its members as to how credit union services will continue to be provided to them as members of CAECU following the merger.